

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

CANDY M. SOUSA, On Behalf of Herself
and All Others Similarly Situated,

Plaintiff,

v.

WAVE SYSTEMS CORPORATION,
JOHN E. BAGALAY, JR., STEVEN K.
SPRAGUE and GERARD T. FEENEY,

Defendant.

Civil Action No. 04-cv-30022 (MAP)

FILED
CLERK'S OFFICE
APR -2 A 10:01
U.S. DISTRICT COURT
DISTRICT OF MASS

YOSEF STREICHER, On Behalf of
Himself and All Others Similarly Situated,

Plaintiff,

v.

WAVE SYSTEMS CORPORATION,
JOHN E. BAGALAY, JR., STEVEN K.
SPRAGUE and GERARD T. FEENEY,

Defendant.

Civil Action No. 04-cv-30026 (MAP)

**DECLARATION OF EDUARD KORSINSKY IN SUPPORT OF THE TREBITSCH
GROUP'S MOTION FOR CONSOLIDATION, APPOINTMENT AS LEAD
PLAINTIFFS, AND FOR APPROVAL OF CHOICE OF LEAD COUNSEL**

RAFAT DAWOD,

Plaintiff,

v.

WAVE SYSTEMS CORPORATION,
STEVEN SPRAGUE and GERARD T.
FEENEY,

Defendant.

Civil Action No. 04-cv-30029 (MAP)

ALVIN CHESS, Individually and on
Behalf of All Others Similarly Situated,

Plaintiff,

v.

WAVE SYSTEMS CORPORATION,
STEVEN K. SPRAGUE and GERARD T.
FEENEY,

Defendant.

Civil Action No. 04-cv-30037 (MAP)

MICHAEL VICKER, On Behalf of
Himself and All Others Similarly Situated,

Plaintiff,

v.

WAVE SYSTEMS CORPORATION,
JOHN E. BAGALAY, JR., STEVEN K.
SPRAGUE and GERARD T. FEENEY,

Defendant.

Civil Action No. 04-cv-30040 (MAP)

[ADDITIONAL CAPTIONS ON NEXT PAGE]

H. MARTIN BOHMAN, On Behalf of All
Others Similarly Situated,

Plaintiff,

v.

WAVE SYSTEMS CORPORATION,
STEVEN SPRAGUE and GERARD T.
FEENEY,

Defendant.

Civil Action No. 04-cv-30041 (MAP)

JIMMY SUO, On Behalf of Himself and
All Others Similarly Situated,

Plaintiff,

v.

WAVE SYSTEMS CORPORATION,
STEVEN SPRAGUE and GERARD T.
FEENEY,

Defendant.

Civil Action No. 04-cv-30042 (MAP)

JACK SCHULMAN, Individually and On
Behalf of All Others Similarly Situated,

Plaintiff,

v.

WAVE SYSTEMS CORPORATION,
STEVEN SPRAGUE and GERARD T.
FEENEY

Defendant.

Civil Action No. 04-cv-30043 (MAP)

I, EDUARD KORSINSKY, ESQ., under the penalty of perjury, declare and say:

1. I am a partner with the law firm of Zimmerman, Levi & Korsinsky, LLP, counsel for the proposed lead plaintiffs in this action. I submit this Declaration in support of the Trebitsch Group's motion for appointment as lead plaintiffs and to approve its selection of lead counsel.

2. On February 2, 2004, pursuant to Section 78u-4(a)(3)(A)(i) of the Private Securities Litigation Reform Act ("PSLRA"), my law firm caused to be published in Barron's, a national business-oriented publication, notifying members of the proposed class of their right to move to serve as lead plaintiff by no later than sixty (60) days from the date of publication of the notice. Attached hereto as Exhibit A is a true and accurate copy of this notice.

3. The proposed lead plaintiffs have completed certification forms in accordance with Section 78u-4 (a)(3)(B)(iii)(I)(aa) of the PSLRA. Attached hereto as Exhibit B are true and accurate copies of those certifications.

4. Attached as Exhibit C is a table calculating the losses for the members of the Trebitsch Group seeking to be appointed lead plaintiffs in this case.

5. A true and accurate copy of my firm's resume is annexed hereto as Exhibit D.

6. A true and accurate copy of the resume of Berman DeValerio Pease Tabacco Burt & Pucillo is attached hereto as Exhibit E.

Signed under the penalties of perjury this 31st day of March, 2004.



EDUARD KORSINSKY

A

Legal Notices

Lawsuit Filed Against Wave Systems Corporation

The following statement appeared in the January 31, 2004 issue of Barron's, which was disseminated to the public on February 2, 2004. A class action lawsuit was filed in the United States District Court for the Southern District of New Jersey on behalf of all purchasers of the securities of Wave Systems Corp. ("Wave" or the "Company") between August 4, 2003 and December 18, 2003 (the "class period"). The complaint alleges that Wave, and individual defendants Steven Sprague, and Gerard T. Feeney, violated the federal securities laws (sections 10(b) and 20(a) of the Securities Exchange Act of 1934) by issuing materially false and misleading public statements regarding certain software license agreements with International Business Machines, Corp. ("IBM"). Specifically, during the class period, Wave announced that it had entered into an agreement with IBM to embed Wave's software inside certain IBM notebook and desktop computers. This press release, among others during the class period, was materially false and misleading. If you are a member of the class described above, you may, not later than April 2, 2004, move the Court to serve as lead plaintiff of the class, if you so choose. In order to serve as lead plaintiff, however, you must meet certain legal requirements. You may retain Zimmerman, Levi & Korsinsky, LLP, or other counsel of your choice, to serve as your counsel in this action. For more information or to obtain a copy of the complaint, please contact: Eduard Korsinsky, Esq., Zimmerman, Levi & Korsinsky, LLP, 39 Broadway, Suite 1440, NY, NY 10006, (212) 363-7500, or email to ek@zklaw.com.

B

**CERTIFICATION OF NAMED PLAINTIFF
PURSUANT TO FEDERAL SECURITIES LAWS**

Marcello Trebitsch duly certifies and says, as to the claims asserted under the federal securities laws, that:

1. I have reviewed the complaint and authorized its filing.
2. I did not purchase the security that is the subject of this action at the direction of plaintiff's counsel or in order to participate in this private action.
3. I am willing to serve as a representative party on behalf of the class, including providing testimony at deposition and trial, if necessary.
4. I engaged in the following transactions in Wave Systems Corp. Common Stock during the class period:

Date	Transaction	No. Shares	Price
8/1/03	Purchase	800	\$3.98
8/1/03	Sale	800	\$3.63
8/1/03	Purchase	500	\$3.83
8/1/03	Purchase	300	\$3.69
8/12/03	Sale	500	\$3.06
8/22/03	Purchase	400	\$3.05
9/10/03	Sale	100	\$3.33
10/10/03	Sale	300	\$3.07
12/19/03	Sale	300	\$1.42

5. Within the last 3 years, I have not served as a class representative in any federal securities fraud case.

6. I will not accept any payment for serving as a representative party on behalf of the class beyond the Plaintiff's pro rata share of any recovery, except as ordered or approved by the court, including any award for reasonable costs and expenses (including lost wages) directly relating to the representation of the class.

I hereby certify, under penalty of perjury, that the foregoing is true and correct. Executed
this 15th day of January 2003.

A handwritten signature in black ink, appearing to read 'Marcello Trebitsch', written over a horizontal line.


MARCELLO TREBITSCH

**CERTIFICATION OF NAMED PLAINTIFF
PURSUANT TO FEDERAL SECURITIES LAWS**

Shala S. Naeini duly certifies and says, as to the claims asserted under the federal securities laws, that:

1. I have reviewed the complaint and authorized its filing.
2. I did not purchase the security that is the subject of this action at the direction of plaintiff's counsel or in order to participate in this private action.
3. I am willing to serve as a representative party on behalf of the class, including providing testimony at deposition and trial, if necessary.
4. I made the following transactions in Wave Systems Corp. Common Stock during the class period: **See Attachment A.**
5. Within the last 3 years, I have not served as a class representative in any federal securities fraud case.
6. I will not accept any payment for serving as a representative party on behalf of the class beyond the Plaintiffs pro rata share of any recovery, except as ordered or approved by the court, including any award for reasonable costs and expenses (including lost wages) directly relating to the representation of the class.

I hereby certify, under penalty of perjury, that the foregoing is true and correct. Executed this 29th day of March 2004.



SHALA S. NAEINI

Attachment A**PURCHASES**

<u>Date</u>	<u># of Shares</u>	<u>Share Price</u>	<u>Total</u>
09/17/03	200	\$3.25	\$ 650.00
09/17/03	2,200	\$3.25	\$ 7,150.00
09/17/03	100	\$3.25	\$ 325.00
09/17/03	200	\$3.25	\$ 650.00
09/17/03	200	\$3.25	\$ 650.00
09/17/03	300	\$3.25	\$ 975.00
09/17/03	200	\$3.25	\$ 650.00
09/17/03	6,100	\$3.25	\$ 19,825.00
09/17/03	200	\$3.25	\$ 650.00
09/17/03	300	\$3.25	\$ 975.00
09/18/03	500	\$3.34	\$ 1,670.00
09/18/03	3,700	\$3.35	\$ 12,395.00
09/18/03	1,300	\$3.35	\$ 4,355.00
09/18/03	1,500	\$3.32	\$ 4,980.00
09/18/03	3,000	\$3.32	\$ 9,960.00
01/30/03	100	\$1.85	\$ 185.00

SALES

<u>Date</u>	<u># of Shares</u>	<u>Share Price</u>	<u>Gross Receipt</u>
09/18/03	10,000	\$ 3.48	\$ 34,800.00
11/19/03	1,700	\$ 1.92	\$ 3,264.00
11/19/03	500	\$ 1.92	\$ 960.00
11/19/03	5,400	\$ 1.90	\$ 10,260.00
11/19/03	2,400	\$ 1.90	\$ 4,560.00

**CERTIFICATION OF NAMED PLAINTIFF
PURSUANT TO FEDERAL SECURITIES LAWS**

Steven R. Clayton duly certifies and says, as to the claims asserted under the federal securities laws, that:

1. I have reviewed the complaint and authorized its filing.
2. I did not purchase the security that is the subject of this action at the direction of plaintiff's counsel or in order to participate in this private action.
3. I am willing to serve as a representative party on behalf of the class, including providing testimony at deposition and trial, if necessary.
4. I engaged in the following transactions (buy/sell) in Wave Systems Corp. Common Stock during the class period:

DATE	TRANSACTION	NO. OF SHARES	PRICE
8/5/03	Bought	5000	\$24,653.00
8/21/03	Sold	5000	\$14,346.32

5. Within the last 3 years, I have not served as a class representative in any federal securities fraud case other than: _____

6. I will not accept any payment for serving as a representative party on behalf of the class beyond the Plaintiff's pro rata share of any recovery, except as ordered or approved by the court, including any award for reasonable costs and expenses (including lost wages) directly relating to the representation of the class.

I hereby certify, under penalty of perjury, that the foregoing is true and correct.

Dated: 10 Feb, 2004

Steven R. Clayton
Name:

**CERTIFICATION OF NAMED PLAINTIFF
PURSUANT TO FEDERAL SECURITIES LAWS**

I OLDRICH DOSTALEK

duly certifies and says, as to the claims asserted under the federal

securities laws, that:

1. I have reviewed the complaint and authorized its filing.
2. I did not purchase the security that is the subject of this action at the direction of plaintiff's counsel or in order to participate in this private action.
3. I am willing to serve as a representative party on behalf of the class, including providing testimony at deposition and trial, if necessary.
4. I engaged in the following transactions (buy/sell) in Wave Systems Corp. Common Stock during the class period:

DATE	TRANSACTION	NO. OF SHARES	PRICE
9-11-03	Buy	3.000 x	10,589.95
11-10-03	Buy	1.000 x	2,571.95
2.5-04	Sell	3.000 x	5,026.28
2.5 04	Sell	1 000 x	1,675.42
		Loss	- 6,460.2

5. Within the last 3 years, I have not served as a class representative in any federal securities fraud case other than: _____

6. I will not accept any payment for serving as a representative party on behalf of the class beyond the Plaintiff's pro rata share of any recovery, except as ordered or approved by the court, including any award for reasonable costs and expenses (including lost wages) directly relating to the representation of the class.

I hereby certify, under penalty of perjury, that the foregoing is true and correct.

Dated: 3-16-04, 2004

Name:

Ostalek Oldrich

C

Wave Systems Corp. Proposed Lead Plaintiffs

<u>PURCHASES</u> <u>Lead Plaintiff</u>	<u>Date</u>	<u># of Shares</u>	<u>Share Price</u>	<u>Total</u>	<u>SALES</u> <u>Date</u>	<u># of Shares</u>	<u>Share Price</u>	<u>Gross Receipt</u>	<u>Financial Int.</u>
Marcello Trebitsch	08/01/03	800	\$3.98	\$ 3,184.00	08/01/03	800	\$ 3.63	\$ 2,904.00	
	08/01/03	500	\$3.83	\$ 1,915.00	08/12/03	500	\$ 3.06	\$ 1,530.00	
	08/01/03	300	\$3.69	\$ 1,107.00	09/10/03	100	\$ 3.33	\$ 333.00	
	08/22/03	400	\$3.05	\$ 1,220.00	10/10/03	300	\$ 3.07	\$ 921.00	
Shala S. Naeini					12/19/03	300	\$ 1.42	\$ 426.00	\$ 1,312.00
	09/17/03	200	\$3.25	\$ 650.00					
	09/17/03	2,200	\$3.25	\$ 7,150.00					
	09/17/03	100	\$3.25	\$ 325.00					
	09/17/03	200	\$3.25	\$ 650.00					
	09/17/03	200	\$3.25	\$ 650.00					
	09/17/03	300	\$3.25	\$ 975.00					
	09/17/03	200	\$3.25	\$ 650.00					
	09/17/03	6,100	\$3.25	\$ 19,825.00					
	09/17/03	200	\$3.25	\$ 650.00					
	09/17/03	300	\$3.25	\$ 975.00					
	09/18/03	500	\$3.34	\$ 1,670.00					
	09/18/03	3,700	\$3.35	\$ 12,395.00					
	09/18/03	1,300	\$3.35	\$ 4,355.00					
	09/18/03	1,500	\$3.32	\$ 4,980.00					
	09/18/03	3,000	\$3.32	\$ 9,960.00					
	01/30/03	100	\$1.85	\$ 185.00					
Steven R. Clayton					09/18/03	10,000	\$ 3.48	\$ 34,800.00	\$ 12,201.00
					11/19/03	1,700	\$ 1.92	\$ 3,264.00	
Oldrich Dostalek					11/19/03	500	\$ 1.92	\$ 960.00	
					11/19/03	5,400	\$ 1.90	\$ 10,260.00	
					11/19/03	2,400	\$ 1.90	\$ 4,560.00	\$ 1,201.00
	08/05/03	5,000	\$4.93	\$ 24,653.00	08/21/03	5,000	\$ 2.87	\$ 14,345.00	\$ 10,308.00
	09/11/03	3,000	\$3.53	\$ 10,590.00					
	11/10/03	1,000	\$2.57	\$ 2,570.00	02/05/04	3,000	\$ 1.67	\$ 5,010.00	
TOTALS:					02/05/04	1,000	\$ 1.67	\$ 1,670.00	\$ 6,480.00
				\$ 111,284.00				\$ 80,983.00	\$ 30,301.00